

McAfee, Inc.
Form 4
May 26, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES
Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SAMENUK GEORGE

2. Issuer Name and Ticker or Trading Symbol
McAfee, Inc. [MFE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/25/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

Chairman and CEO

3965 FREEDOM CIRCLE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SANTA CLARA, CA 95054

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/25/2005		M		500,000	A	\$ 4.9375
Common Stock	05/25/2005		S		25,200	D	\$ 27.0379
Common Stock	05/25/2005		S		20,800	D	\$ 27.0492
Common Stock	05/25/2005		S		25,000	D	\$ 27.0571
Common Stock	05/25/2005		S		9,100	D	\$ 27.1063

Edgar Filing: McAfee, Inc. - Form 4

Common Stock	05/25/2005	S	22,800	D	\$ 27.1079	572,100	D
Common Stock	05/25/2005	S	45,900	D	\$ 27.1154	526,200	D
Common Stock	05/25/2005	S	9,500	D	\$ 27.1156	516,700	D
Common Stock	05/25/2005	S	9,600	D	\$ 27.1166	507,100	D
Common Stock	05/25/2005	S	12,200	D	\$ 27.1174	494,900	D
Common Stock	05/25/2005	S	15,200	D	\$ 27.1438	479,700	D
Common Stock	05/25/2005	S	17,800	D	\$ 27.1521	461,900	D
Common Stock	05/25/2005	S	15,700	D	\$ 27.159	446,200	D
Common Stock	05/25/2005	S	23,400	D	\$ 27.1651	422,800	D
Common Stock	05/25/2005	S	18,000	D	\$ 27.1661	404,800	D
Common Stock	05/25/2005	S	13,300	D	\$ 27.1695	391,500	D
Common Stock	05/25/2005	S	17,500	D	\$ 27.1728	374,000	D
Common Stock	05/25/2005	S	18,200	D	\$ 27.1756	355,800	D
Common Stock	05/25/2005	S	13,000	D	\$ 27.1764	342,800	D
Common Stock	05/25/2005	S	17,400	D	\$ 27.2022	325,400	D
Common Stock	05/25/2005	S	27,600	D	\$ 27.2093	297,800	D
Common Stock	05/25/2005	S	14,000	D	\$ 27.2399	283,800	D
Common Stock	05/25/2005	S	14,200	D	\$ 27.2558	269,600	D
Common Stock	05/25/2005	S	22,300	D	\$ 27.2579	247,300	D
Common Stock	05/25/2005	S	11,600	D	\$ 27.2603	235,700	D
	05/25/2005	S	19,300	D		216,400	D

Edgar Filing: McAfee, Inc. - Form 4

Common Stock					\$		
					27.2989		
Common Stock	05/25/2005		S	23,200	D	\$	
						27.4401	193,200 D
Common Stock	05/25/2005		S	18,200	D	\$	
						27.7389	175,000 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 4.9375	05/25/2005		M	500,000	<u>(1)</u>	01/03/2011	Common Stock	500,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAMENUK GEORGE 3965 FREEDOM CIRCLE SANTA CLARA, CA 95054	X		Chairman and CEO	

Signatures

Kent H. Roberts, Attorney-in-Fact for George Samenuk
 05/26/2005
 **Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Edgar Filing: McAfee, Inc. - Form 4

- (1) 25% of the shares subject to the option shall vest one year from the date of grant and the remaining 75% shall vest monthly until the option is fully vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.